Xpro India Limited
Birla Building (2nd Floor)
9/1 R.N. Mukherjee Road
Kolkata 700 001, India.
+91 (033) 4082 3700/2220 0600 ; xprocal@xproindia.com

August 11, 2026

National Stock Exchange of India Ltd.
"Exchange Plaza",
Bandra-Kurla Complex,
Bandra (E),
Mumbai 400 051

Stock Symbol: XPROINDIA(EQ)

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort, Mumbai 400 001

Stock Code No: 590013

Dear Sir/Madam,

Sub: **Minutes of 29th Annual General Meeting**

As required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Minutes of 29th Annual General Meeting held on July 20, 2026.

Thanking you,

Yours faithfully,
For **Xpro India Limited**
KAMAL KISHOR SEWODA
Digitally signed by KAMAL KISHOR SEWODA
Date: 2026.08.11 13:12:42 +05'30'
Kamal Kishor Sewoda
Company Secretary

Encl.: a/a

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Certified True Copy of the Minutes of the Twenty Ninth Annual General Meeting (AGM) of the Members of Xpro India Limited held on Monday, July 20, 2026 at 10.30 am through Video Conferencing (VC)/Other Audio Visual Means (OAVM) and concluded at 11.50 am, the deemed venue for the AGM being the Registered Office of the Company at Barjora-Mejia Road, P.O. Ghutgoria, Tehsil: Barjora, Distt. Bankura, West Bengal 722202.

Present (all in Video Conference mode)

Directors

Sri Sidharth Birla	-in the Chair
Sri K. Balakrishnan	
Smt. Madhushree Birla	
Sri Bharat Jhaver	
Ms. Nandini Khaitan	
Sri Manoj Mohanka	
Ms. Suhana Murshed	
Sri Gaurav J. Shah	
Sri C. Bhaskar	- Managing Director

In Attendance

Sri H. Bakshi	- Senior President & Group Technical Counsel
Sri Girish Behal	- President & Chief Executive Officer
Sri V. K. Agarwal	- President (Finance) & Chief Financial Officer
Sri Kamal Kishor Sewoda	- Company Secretary

By invitation

Sri Ashish Gera	- Partner of M/s Walker Chandiok & Co. LLP, Chartered Accountants, Statutory Auditors
Ms Ankita Dutta	- Partner of Mamta Binani and Associates, Secretarial Auditor
Sri Girish Bhatia	- Scrutinizer

61 Members attended the Meeting through Video Conferencing.

Sri Sidharth Birla, Chairman being present, took the Chair.

The Members were welcomed by the Secretary and informed that the Meeting was being held through Video Conferencing in compliance with applicable provisions of the Companies Act, 2013, General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

After ascertaining the quorum, the Chairman declared the Meeting in Order and Open. He introduced the members of the Board, Company Officials and other Invitees attending. The Chairman informed the Members present that Sri Utsav Parekh, Non-Executive Director, could not attend the meeting as he was travelling. The Chairman confirmed that the Company has taken necessary steps to ensure that Members were able to attend and vote at the AGM through electronic mode in a seamless manner.

The Company Secretary informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the remote e-voting facility to the Members in respect of businesses to be transacted at the Annual General Meeting. The remote e-voting commenced at 9.00 am on July 17, 2026 and ended at 5.00 pm on July 19, 2026. He further, informed that the Company had also arranged the facilities for its Members who were unable to cast vote through remote e-voting to vote at the Meeting through e-voting facility provided by MUFG Intime India Private Limited (MUFG Intime), which remained open for 15 minutes after the conclusion of the Meeting.

The Chairman informed the Members that the Register of Directors' and KMPs and their Shareholdings (maintained under section 170 of the Companies Act, 2013) and Register of Contracts or Arrangements

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(maintained under section 189 of the Companies Act, 2013) were available for inspection on the website of MUFG Intime.

With the consent of Members present, the Notice convening the Meeting and the Explanatory Statement dated May 20, 2026 were taken as read. The Chairman informed Members present that since the Auditors' Report and the Secretarial Auditor's Report had no adverse remarks, the same were not required to be read out.

Before taking up formal matters of the AGM, the Chairman gave a brief overview relating to the affairs of the Company for the year ended March 31, 2026 and of the perspectives for the foreseeable future as had been already made known. In his address, he mentioned that statements deemed to be forward-looking were based on reasonable assumptions, beliefs and information currently available; future outcomes were subject to uncertainties, factors beyond our control and other risks, which could cause variances from those either expressed or implied.

Thereafter, he stated that Sri Girish Bhatia who had been appointed as Scrutinizer for remote e-voting, would also act as the Scrutinizer for the e-voting process carried out during the AGM. The Chairman announced that the combined results of remote e-voting and the e-voting during the AGM would be declared by Sri C Bhaskar, Managing Director or in his absence by Sri Kamal Kishor Sewoda, Company Secretary, in due course and also be put up on the Company's website.

The Directors' Report and audited financial statements of the Company for the year ended March 31, 2026, were then brought under consideration.

The Resolutions, as stated hereunder, were then moved:

1. AS AN ORDINARY RESOLUTION

   "RESOLVED that the Directors' Report and audited financial statements of the Company for the financial year ended March 31, 2026, and the Report of the Auditors' thereon be and are hereby approved and adopted."

2. AS AN ORDINARY RESOLUTION

   "RESOLVED that as recommended by the Board of Directors in their Report, the Dividend on 2,34,70,391 Equity Shares of the Company for the year ended March 31, 2026 @ INR 2.00 (Rupees Two only) per Equity Share be and is hereby declared and that the same be paid to the Shareholders of the Company whose names appear on the Register of Members of the Company or whose names appear as the beneficial owner(s) of the Equity Shares of the Company at the close of working hours on July 13, 2026."

Sri Sidharth Birla, Chairman, being interested in the next Agenda Item, vacated the Chair in favour of Sri C Bhaskar.

3. AS AN ORDINARY RESOLUTION

   "RESOLVED that Smt. Madhushree Birla (DIN: 00004224), a Director of the Company, retiring by rotation, be and is hereby re-elected as a Director of the Company."

At this juncture, Sri Sidharth Birla resumed the Chair.

4. AS AN ORDINARY RESOLUTION

   "RESOLVED that pursuant to provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), remuneration payable for the financial year 2026-27 to M/s Sanghavi Randeria & Associates, Cost Accountants, Mumbai (Firm Registration No. 00175) appointed by the Board of Directors to conduct the audit of the cost

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records of the Company for the financial year 2026-27, amounting to INR 1,35,000/- (Rupees One lakh thirty five thousand only) as also the payment of applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

5. AS A SPECIAL RESOLUTION

"RESOLVED that pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Articles of Association of the Company Ms. Suhana Murshed (DIN: 08572394) who holds office upto the ensuing Annual General Meeting as a Non-Executive Independent Director of the Company and being eligible, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years from July 20, 2026 to July 19, 2031.

RESOLVED further that the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. AS A SPECIAL RESOLUTION

"RESOLVED that pursuant to the Articles of Association of the Company and provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules, circulars and notifications issued thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force), and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the recommendation of the Remuneration and Nomination Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for the appointment of Sri Girish Behal (DIN: 08803773), a Key Managerial Personnel (KMP), as a "Director" and "Managing Director" of the Company (to be appropriately designated by the Board at their discretion from time to time), for a term of three consecutive years effective from January 1, 2027, whose office shall be liable to retirement by rotation under the Act, and who shall be entrusted with substantial powers of the management in respect of the whole of the affairs of the Company subject to the superintendence, direction and control of the Board of Directors and shall perform such duties and exercise such powers as may be conferred upon him by Resolution(s) of the Board, and be subject to the obligations and restrictions imposed upon him thereby or by the Act, with liberty to either party to terminate the appointment with three month notice to the other. Sri Girish Behal shall be paid remuneration, as may be approved by the Board from time to time, based on the recommendation of the Remuneration & Nomination Committee, by way of either:

i. Salary, commission (not exceeding 2% of the net profits), perquisites and other benefits/allowances (as per the rules of the Company), subject in aggregate to a maximum of 5% of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act or any re-enactment thereof, as may be applicable, subject to an overall maximum of INR 330 lacs per annum; or
ii. Where in any financial year the Company has no profits or its profits are inadequate, the Company shall pay remuneration to Sri Girish Behal by way of salary, house rent allowance, special allowance, variable pay/bonus and other benefits/allowances (as per the rules of the Company) as "minimum remuneration" up to an aggregate amount of INR 27.50 lakhs per month;

whichever of (i) or (ii) is higher.

RESOLVED FURTHER that Sri Girish Behal shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on minimum remuneration specified here-in-above in accordance with the provisions of Schedule V to the Act and any statutory modifications or re-enactment thereof, if the Company has no profits or its profits are inadequate:

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a) contribution to provident, superannuation or annuity fund to the extent these either singly or put together are not taxable under applicable Income Tax rules;
b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
c) encashment of un-availed leave at the end of the tenure.

RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things and give such directions, as it may in its absolute discretion, deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate, to the extent permitted by law, any of the powers herein conferred to any Committee of Directors or to any Director(s) of the Company."

Sri Sidharth Birla, Chairman, being interested in the next Agenda Item, vacated the Chair in favour of Sri C Bhaskar.

7. AS A SPECIAL RESOLUTION

"RESOLVED that pursuant to the provisions of Section 149, 197 of the Companies Act, 2013 ("the Act") and Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and any other applicable provisions of the Act and/or the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), a sum not exceeding one percent (1.0%) per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, subject to an aggregate limit of INR 1,25,00,000 (Rupees One Crore and Twenty Five Lacs only), be distributed amongst the directors (other than the managing and/or whole-time directors), or some or any of them, and paid in such amounts or proportions and in such manner and in all respects, as may be decided and directed by the Board of Directors, and such payments shall be made in respect of the profits of the Company for each financial year for a period of five years commencing from April 1, 2026.

RESOLVED FURTHER that the above distribution shall be in addition to fee payable to the director(s) for attending the meetings of the Board or Committee(s) thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings, or in connection with the business of the Company at its request."

At this juncture, Sri Sidharth Birla resumed the Chair.

The meeting was then opened for queries, observations and comments from the member(s). Responses were provided by the Chairman and the Managing Director to the queries raised by the speaker members. The Chairman advised that the members could write to the Company Secretary at the designated email address available on the website and seek clarifications if they had any further queries.

Thereafter, the Chairman announced that e-Voting platform provided by MUFG Intime would remain open for another fifteen minutes and those members who had not cast their votes could participate in the voting.

There being no other business to transact, the Meeting was then terminated with a vote of thanks to the Chair and the Members.

The voting details were collated by the Scrutinizer who handed over the reports to the Company Secretary, who then declared consolidated results for each of the resolutions.

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On the basis of the Consolidated Scrutinizer's Report, the aggregate results of the Remote e-voting and E-Voting at the AGM are given below:

Resolution No. 1 – Ordinary Resolution

To consider and adopt the Directors' Report and the audited financial statements of the Company for the financial year ended March 31, 2026 and the Auditors report thereon.

Particulars	Remote e-voting		E-Voting at the AGM		Total		%
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Assent	76	10402452	8	8995	84	10411447	100.00
Dissent	1	1	0	0	1	1	0.00
Total	**77**	**10402453**	**8**	**8995**	**85**	**10411448**	**100.00**
Invalid/ Abstain	1	37	0	0	1	37	-

Resolution No. 2 – Ordinary Resolution

To declare a dividend of INR 2.00 per ordinary share of the face value of INR10 each, of the Company for the financial year ended March 31, 2026.

Particulars	Remote e-voting		E-Voting at the AGM		Total		%
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Assent	76	10402453	8	8995	84	10411448	100.00
Dissent	1	1	0	0	1	1	0.00
Total	**77**	**10402454**	**8**	**8995**	**85**	**10411449**	**100.00**
Invalid/ Abstain	1	37	0	0	1	37	-

Resolution No. 3 – Ordinary Resolution

To appoint a Director in place of Smt Madhushree Birla (DIN: 00004224) who retires by rotation and being eligible, offers herself for re-appointment.

Particulars	Remote e-voting		E-Voting at the AGM		Total		%
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Assent	75	10402451	8	8995	83	10411446	100.00
Dissent	2	4	0	0	2	4	0.00
Total	**77**	**10402455**	**8**	**8995**	**85**	**10411450**	**100.00**
Invalid/ Abstain	1	37	0	0	1	37	-

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Resolution No. 4 – Ordinary Resolution

To ratify Remuneration payable to M/s Sanghavi Randeria & Associates, Cost Accountants, Mumbai appointed by the Board for the Financial Year 2026-27.

Particulars	Remote e-voting		E-Voting at the AGM		Total		%
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Assent	75	10402451	8	8995	83	10411446	100.00
Dissent	3	42	0	0	3	42	0.00
Total	**78**	**10402493**	**8**	**8995**	**86**	**10411488**	**100.00**
Invalid/ Abstain	0	0	0	0	0	0	

Resolution No. 5 – Special Resolution

To approve re-appointment of Ms. Suhana Murshed (DIN: 08572394), as a Non-Executive Independent Director of the Company for a second term of five consecutive years from July 20, 2026 to July 19, 2031.

Particulars	Remote e-voting		E-Voting at the AGM		Total		%
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Assent	74	10402416	8	8995	82	10411411	100.00
Dissent	4	78	0	0	4	78	0.00
Total	**78**	**10402494**	**8**	**8995**	**86**	**10411489**	**100.00**
Invalid/ Abstain	0	0	0	0	0	0	

Resolution No. 6 – Special Resolution

To approve appointment of Sri Girish Behal (DIN: 08803773), as the Managing Director of the Company for a term of three consecutive years effective from January 1, 2027 and remuneration payable to him.

Particulars	Remote e-voting		E-Voting at the AGM		Total		%
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Assent	75	10402451	8	8995	83	10411446	100.00
Dissent	3	44	0	0	3	44	0.00
Total	**78**	**10402495**	**8**	**8995**	**86**	**10411490**	**100.00**
Invalid/ Abstain	0	0	0	0	0	0	

Resolution No. 7– Special Resolution

To approve payment of Commission to Non-Executive Directors.

Particulars	Remote e-voting		E-Voting at the AGM		Total		%
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	
Assent	74	10402424	8	8995	84	10411419	100.00
Dissent	4	72	0	0	4	72	0.00
Total	**78**	**10402496**	**8**	**8995**	**87**	**10411491**	**100.00**
Invalid/ Abstain	0	0	0	0	0	0	

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Accordingly, all the Resolutions for the Ordinary and Special businesses as set out in Agenda Items Nos. 1 to 7 of the AGM Notice dated May 20, 2026 were duly passed with the requisite majority.

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CHAIRMAN
Date : August 11, 2026
Place: New Delhi